



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

#30

13199J

SEP 5 1990 -2:35 PM

INTERSTATE COMMERCE COMMISSION

August 30, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-248A020

13199K

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

SEP 5 1990 -2:35 PM

Re: Equipment Trust Agreement (Series 19)
Recordation No. 13199
Termination of Trust Agreement

Dear Sir or Madam:

Enclosed are one original and two certified copies of the Termination of Trust Agreement, dated July 16, 1990, between Union Tank Car Company and Security Pacific National Bank, as Trustee. Also enclosed are one original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC4066A
Enclosures

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A MEMBER OF THE MARMON GROUP OF COMPANIES

131992

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STATE OF ILLINOIS)
)
COUNTY OF COOK)

INTERSTATE COMMISSION

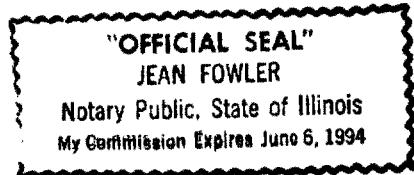
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement, dated July 16, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 30th day of August, 1990.

Jean Fowler
Notary Public

4066a



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SEP 5 1990 2:35 PM
TERMINATION OF TRUST AGREEMENT
INTERSTATE COMMERCE COMMISSION

This Termination of Trust Agreement is entered into July 16, 1990, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and SECURITY PACIFIC NATIONAL BANK ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated July 15, 1981 providing, among other things, for the issuance of Company's Equipment Certificates (Series 19) in the aggregate principle amount of \$75,000,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 5.01 of the Trust Equipment, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 5.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.

D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement

The Company and Trustee hereby agree, pursuant to Sections 5.01 and 5.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of July 15, 1990, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of July 15, 1990.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

UNION TANK CAR COMPANY

By: _____

R. C. Gluth
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb
Secretary

SECURITY PACIFIC NATIONAL BANK

By: _____

Title: Assistant Vice President

Attest:

W. Burgos
W. Burgos
Assistant Secretary

STATE OF ILLINOIS)) ss
COUNTY OF COOK)

On July 16, 1990, before me personally came R. C. Gluth,
to me known, who, being by me duly sworn, did depose and say
that he is Executive Vice President of Union Tank Car
Company, one of the corporations described in and which
executed the foregoing instrument; that he knows the seal of
said corporation; that the seal affixed to said instrument
is such corporate seal; that it was so affixed by order of
the Board of Directors of said corporation; and that he
signed his name thereto by like order.

"OFFICIAL SEAL"

JEAN FOWLER

Notary Public, State of Illinois
My Commission Expires June 6, 1994

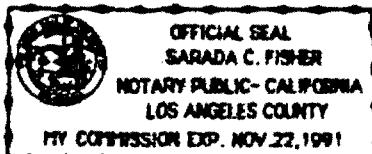

Jean Fowler

Notary Public

My Commission Expires:

STATE OF CALIFORNIA)
COUNTY OF Los Angeles) ss

On AUGUST 23, 1990, before me personally came
Sam Pratcher, to me known, who, being by me duly
sworn, did depose and say that he is Assistant Vice President of
Security Pacific National Bank, one of the corporations
described in and which executed the foregoing instrument;
that he knows the seal of said corporation; that the seal
affixed to said instrument is such corporate seal; that it
was so affixed by order of the Board of Directors of said
corporation; and that he signed his name thereto by like
order.




Sarada C. Fisher

Notary Public

My Commission Expires: 11-22-91

CERTIFICATE TRUST SERIES: R019

A.A.R.	CAPACITY IN	MECHANICAL DESIGN.	CODE	GALLONS	ROAD NUMBERS
1	80XT	70			MCIR102799
319	BULK	100			BCOL866000-BCOL866008,BCOL866012-BCOL866014, BCOL866017-BCOL866018,BCOL866020-BCOL866024, BCOL866026-BCOL866030,BCOL866156-BCOL866404, BCOL866562,BCOL866593-BCOL866595,BCOL866643- BCOL866644,BCOL866649-BCOL866661,BCOL866664- BCOL866668,BCOL866670-BCOL866681,BCOL866683- BCOL866690,BCOL866808,BCOL866811
31	COVE	2,100			UNPX121940-UNPX121970
44	COVE	4,650			UNPX120312-UNPX120316,UNPX120326,UNPX120328-UNPX120342, UNPX120324,UNPX120326,UNPX120344-UNPX120361
36	COVE	5,840			UNPX122319,UNPX122323,UNPX122329,UNPX122331- UNPX122338,UNPX122394-UNPX122406,UNPX122410- UNPX122413,UNPX122415-UNPX122418,UNPX122420- UNPX122422,UNPX122424
2	C214	5,701			UTCX57641-UTCX57642
10	C214	5,800			UTCX47642,UTCX48177-UTCX48179,UTCX48181- UTCX48182,UTCX48185,UTCX48206,UTCX48256, UTCX48258
45	TA	13,000			11100-111131-11115-11129,11131-11134,11136- 11143,11145-11147,11149
65	TA	14,000			1636,1642-1646,11282-11289,11324-11330, 12637,13910-13913,13915-13917-13921,13923- 13924,13930,13933,13935,13940,13948,13976,13979, 1398,27652-27675
3	TA	26,000			42967-42969
67	TL	20,000			11036,111038-111059,11061-11077,11079-11085, 11200-11239
15	TM	11,000			24864-24878
17	TM	13,000			60812-60813,60815-60829
30	TM	13,500			60883,60888,60890,60892-60896,60898-60911, 60913-60920
18	TM	14,000			24852-24856,24879,24926-24929,24933,24936-

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 07/13/90
PAGE NO : 2

CERTIFICATE TRUST SERIES: R019

A.A.R. MECHANICAL DESIG. QUANTITY	CAPACITY IN GALLONS	ROAD NUMBERS		A.A.R. DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS	
		TH	THI		TH	THI	THI
99	16,000	66275-66309,66318-66319,66322-66323,66326- 66350,66352-66358,85030,85031,85042,85047, 85073,85076,85078,85087,85096,85133,85135- 85136,85149,85157,85197,85207,85217,85223, 85227,85326,85342,85347,85356,85376,85379, 85390,85414,85451	24940,24943-24944				
3C	17,603	85633,85657,85671,85673,85675-85677,85687, 85704,85709-85710,85712-85717,85750-85751, 85760,85765,85786,85800-85804,85808-85809, 85835					
228	20,000	1173-1174-41942-41943,67738-67766-67788, 67790-67791,67793-67800,67802,67807-67808, 67810,67815-67816,67819-67826,67828,67830- 67850,67852-67860,67862-67871,67873-67879, 67882,67964-67966,67968,67969,68001-68003,68018, 68021-68041,68260-68281,68442-68509,72075, 72137,72239,72665,72694,72700,72903,72927					
351	23,500	67387-67405,67407-67414,67423-67429,67431, 67433-67436,67454-67456,67458-67462,67464- 67478,67480-67481,67483-67498,67560-67563, 67565-67569,67731-67737,67739-67741,67891- 67914-67930-67956,67958-67963,67967-67968, 68060,68073,68077-68082,68084,68086,68092, 68094,68100-68109,68111-68159,68282,68285, 68289-68290,68292-68293,68295-68314,68316- 68325,68324,68390-68392,68326-68340,68361- 68600,68801-68819,68823,68850,68852-68859, 68929,68956-68959					
3	TH	25,003	98208-98269,98271				
5	TH	26,000	48341-48342-48344-48680-48681				
47	TH	30,000	47019-47024,47028-47040-48447-48449-48451, 48453-48455,48457-48458-48460-48464-48469, 48471-48475,48478-48479,48495-48498-48491- 48492-48494-48497,48500-48501,48503-48507				
3	THI	10,000	70006,70008-70009				
5	THI	12,200	42450-42454				
41	THI	13,350	69527-69529,69535-69551,69553-69567,69570-				

CERTIFICATE TRUST SERIES: R019

A.A.R.	CAPACITY	IN		
MECHANICAL	JN	GALLONS	ROAD NUMBERS	
QUANTITY	DESIG.	CODE		
25	TMI	15,500	69456-69470,69473,69508-69516	69575
21	TMI	20,000	BAYX1014,70500-70519	
2	TMI	33,800	98867-988668	
66	TP	17,000	27688,27692-27694,27697,27705,27708,27715,	
			27721,27723,27725,27728,27732,27742,27749,	
			27763-27764,27766,27772,27775-27779,27784-	
			27786-27783,27792,27798,27802,27809,	
			27812,27819,27821,27824,28107,28162,28235,	
			82049,82104,82118,82124-82125,82139,82194,	
			82198,822503,82519,82526,82558,82603,82658,	
			82677,82679-82680,82689,82692,82700,82708,	
			82717,82723-82724,82736,82738,82742,82751	
210	TP	25,000	26001,26008,26010,26012,26014-26015,26018,	
			26020-26076,89890-89892,89894-89896,89898-	
			89900-89903-89908,89911-89912,89914-89915,	
			89917,89919,89921,89923-89924,92016,92018,	
			92020-92021,92030,92033,92037,92051,92060,	
			92106,92122,92135,92182,92204-92205,92226,	
			92229,92242,92310,92317,92324,92335,92379,	
			92389,92399,92422-92424,92428,92431-92432,	
			92435,92445-92446,92448,92460,92463,92465,	
			92489,92491,92541,92555-92556,92558,92571,	
			92600,92713,92720,92745,92801,92928,92954,	
			93028,93225,93329,93568,94393,94709,94794,	
			94838,94967,95021,95020,95051,95248,95257,	
			95343,95358,95477,95494,95499,95531,98223,	
			98226,98236,98238-98239,98242-98247,98250-	
			98251,98254,98256-98259,98261-98266,98272-	
			98273,98275-98278,98281-98282,98284,98286,	
			98288-98289,98291-98292,98295,98297-98298,	
			98301,98303,98305-98312	
23	TP	26,700	30084,30118-30139	
14	TPI	17,300	83059,83069,83081-83082,89215,89223-89224,	
18	TPI	33,500	89226,89410,89492,89494-89497	
79	TPI	33,800	98349-98352,98354-98355,98357,98361-98363,	

CERTIFICATE TRUST SERIES: A019

A.A.R. CAPACITY

MECHANICAL IN

DESIGN CODE GALLONS

ROAD NUMBERS

98365-98366,98368,98370,98372,98374-98380,
 98477-98478,98481,98484-98488,98490-98493,
 98495-98496,98499-98502,98505-98511,98513-
 98514,98517-98518,98520,98523-98525,98526-
 98528,98606,98608,98610,98614-98617,98641-
 98644,98646,98673,98675,98677,98679-98680,
 98682-98684,98686-98687

3 T075 20,000 200500,200502,200504

2 T092 8,000 200534-200535

9 T095 19,000 200536-200543,200545

2 T096 23,500 647036,647100

19 T104 14,000 300000-300011,300240-30C246

54 T104 16,000 600269-600271,600273-600284,630C35-630064,
 630066-630073,630076

1 T104 17,300 600272

1 T104 18,000 600359

16 T105 20,000 640110,640114,640116-640127,650047-650048

15 T106 23,500 640074-640076,640092-640104

11 T107 26,000 200356-200366

32 T108 30,000 200367-200398

2,160 TOTAL